

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Docket No. 9063 and
) 8/29/05 Agenda Item 6

**ORDER AUTHORIZING THE EXPANSION OF THE EMPLOYMENT OF
PITNEY HARDIN LLP AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the application (the "Application") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") seeking entry of an order under sections 327(e) and 328(a) of title 11 of the United States Code (as amended, the "Bankruptcy Code") authorizing the Debtors to expand the scope of employment of Pitney Hardin LLP ("PH") as special counsel for the Debtors with respect to the New Jersey Complaint and matters related thereto as set forth in the Application; and upon the Affidavit of Anthony J. Marchetta submitted in support of the Application; and it appearing that the relief requested is in the best interest of the Debtors' estates and their creditors and other parties in interest; and it appearing that this is a core matter under 28 U.S.C. § 157; and it appearing that PH does not represent any interest adverse to the Debtors or their estates with respect to the matters on which PH is to be employed, and meets all requirements for retention set forth in the Bankruptcy Code; and it appearing that the terms and conditions of PH's employment as further described in the Application are reasonable; and adequate notice having been given of the Application; and good and sufficient cause existing to grant the Application;

IT IS HEREBY ORDERED, FOUND AND DETERMINED THAT:

1. The Application is GRANTED.
2. Pursuant to sections 327(e) and 328(a) of the Bankruptcy Code the scope of employment of PH as special counsel to the Debtors is expanded for the purposes set forth in the Application and is hereby approved, *nunc pro tunc* to June 1, 2005.
3. PH shall be compensated under sections 330 and 331 of the Bankruptcy Code and any further or other Orders of this Court concerning compensation of professionals in these cases, and in accordance with the terms set forth in the Application and the Affidavit of Anthony J. Marchetta in support of the Application, and shall be reimbursed for all allowed necessary, actual and reasonable expenses.
4. The allowed fees and expenses of PH shall be administrative expense of the Debtors' estates.
5. This Order shall become effective immediately upon its entry.
6. This Court shall retain jurisdiction to hear and determine any matters arising from the implementation of this Order.

Dated: August 29, 2005


The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge